

FILED

DEC 06 2001

U.S. BANKRUPTCY COURT
BY [Signature] DEPUTY**United States Bankruptcy Court
Western District of Texas**In re Pure Energy Group, Inc.

Debtor

Case No. 01-55536-CChapter 11**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	16,000,000.00		
B - Personal Property	Yes	3	7,865,170.46		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		7,703,675.98	
E - Creditors Holding Unsecured Priority Claims	Yes	3		62,825.47	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	13		6,475,369.28	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		26			
Total Assets			23,865,170.46		
Total Liabilities				14,241,870.73	

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
An undivided 50% interest in some 790,000 gross (286,000 net) mineral acres in the following Counties in New Mexico, U.S.A.: Chaves County, De Baca County, Eddy County, Grant County, Hidalgo County, Lea County, Roosevelt County, Sierra County, and Socorro County. See Exhibits "A" and "A-1" for a description of the properties.	Some fee simple/some leasehold/some royalty/some licenses, farmouts, and others	-	16,000,000.00	7,620,165.40

Sub-Total > **16,000,000.00** (Total of this page)Total > **16,000,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Frost National Bank - Checking Account (Balance = -\$1,446.35)	-	0.00
		Community National, Midland, Texas	-	63.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.		Miscellaneous pictures and art objects	-	6,773.51
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total > **6,836.51**
(Total of this page)

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SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		USI, Inc. (one month rent)	-	1,500.00
		Bird Dog Resources, - loan	-	3,877.63
		Various oil and gas run checks from some 20 producing wells (market value is estimated)	-	100,000.00
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.		Receivables from stockholder Bradley James	-	1,400,989.81
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **1,506,367.44**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE B. PERSONAL PROPERTY (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential claim against Aquilla Energy	-	3,000,000.00
		Usury claim against Manix Energy, L.L.C. (market value does not include forgiveness of principal, prejudgment interest, and attorneys' fees)	-	2,321,203.00
21. Patents, copyrights, and other intellectual property. Give particulars.		Land records, geological and engineering information on Debtor's oil and gas properties (estimate)	-	1,000,000.00
22. Licenses, franchises, and other general intangibles. Give particulars.		Preferential right to purchase from 1964 Operating Agreement between Tenneco Oil Co. and Continental Oil Co.	-	Unknown
23. Automobiles, trucks, trailers, and other vehicles and accessories.		1997 Land Rover Range Rover	-	21,990.00
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Computers, monitors, network cards, etc.	-	2,000.00
		Telephone system, furniture and furnishings	-	6,773.51
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.	X			
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total >	6,351,966.51
(Total of this page)	
Total >	7,865,170.46

(Report also on Summary of Schedules)

Sheet **2** of **2** continuation sheets attached to the Schedule of Personal Property

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	CODEBTOR H W J C	Husband, Wife, Joint, or Community	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. 74-2929433		Federal Tax Lien for Payroll Records					
Internal Revenue Service Austin, TX 73301	-	Real & personal property in Bexar County, Texas, real property in New Mexico					
		Value \$ 67,510.58				67,510.58	0.00
Account No.		Mortgage					
Manix Energy, L.L.C. P.O. Box 2818 Midland, TX 79702	X -	An undivided 50% interest in some 790,000 gross (286,000 net) mineral acres in the following Counties in New Mexico, U.S.A.: Chaves County, De Baca County, Edd	X	X	X		
		Value \$ 16,000,000.00				7,620,165.40	0.00
Account No. 4369082020		1997 Land Rover Range Rover					
Security Service Federal Credit Union P.O. Box 27397 San Antonio, TX 78227	-						
		Value \$ 21,990.00				16,000.00	0.00
Account No.							
		Value \$					

0 continuation sheets attached

Subtotal
(Total of this page)

7,703,675.98

Total
(Report on Summary of Schedules)

7,703,675.98

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of this petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,650* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2,100* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

*Amounts are subject to adjustment on April 1, 2004, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. Bradley James 700 N. St. Mary's, Ste. 1925 San Antonio, TX 78205		-	Unpaid wages				6,374.75	6,374.75
Account No.								
Account No.								
Account No.								
Account No.								

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

6,374.75

In re Pure Energy Group, Inc.
Debtor

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SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. 74-2929433			Payroll taxes				56,259.18	56,259.18
Internal Revenue Service Austin, TX 73301		-						
Account No. 74-2929433			SUTA taxes/late payment				9.40	9.40
Internal Revenue Service Austin, TX 73301		-						
Account No. 91609-724-3800			Property taxes				182.14	182.14
Sylvia S. Romo, Tax Collector Bexar County Tax Assessor 233 N. Pecos La Trinidad P.O. Box 839950 San Antonio, TX 78283-3950		-						
Account No.								
Account No.								

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

56,450.72

Total
(Report on Summary of Schedules)

62,825.47

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 437-008195		-	Office furniture rental				376.45
Aaron Office Furniture 11500 IH 10 West, Bldg. 1 San Antonio, TX 78230							
Account No. 3624		-	Charter air service				9,528.11
Aerostar Executive Aviation P.O. Box 691634 San Antonio, TX 78269-1634							
Account No.		-	Subrogation claim for payment made pursuant to Guaranty				327,444.37
Alicia James 438 E. Rosewood Ave. San Antonio, TX 78212							
Account No. 3715-602604-21007		-	Credit card				16,845.79
American Express Suite 0001 Chicago, IL 60679-0002							
Subtotal (Total of this page)							354,194.72

12 continuation sheets attached

12 continuation sheets attached

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 3727-122092-31000			Credit card				
American Express Gold Attn: RPC 300 Riverside Plaza 9th Floor South Chicago, IL 60606		-					29.00
Account No. Partner No. 70012424			Joint interest drilling/operating expense				
ARCO Permian P.O. Box 910336 Dallas, TX 75391-0336		-					88,767.49
Account No. 057 291-0667 001			Air phone charges				
AT&T Air One P.O. Box 2971 Omaha, NE 68103-2971		-				X	176.61
Account No. 32250599			Cellular phone charges				
AT&T Wireless P.O. Box 650054 Dallas, TX 75265-0054		-					159.43
Account No. 35997			Joint interest drilling/operating expense				
Bass Enterprises Production Co. P.O. Box 916110 Fort Worth, TX 76191-6110		-					349.36
Sheet no. 1 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							89,481.89

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SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Joint interest drilling/operating expense				
Capataz Operating, Inc. P.O. Box 10549 Midland, TX 79702		-					12,145.65
Account No. 4791-2416-4374-2419			Credit card				
Capital One P.O. Box 85184 Richmond, VA 23285-5184		-					436.89
Account No.			General liability insurance				
Carl A. Gravell Agency 1600 N.E. Loop 410, Ste. 117 San Antonio, TX 78209		-					630.60
Account No. 600020			Joint interest drilling/operating expense				
Chesapeake Operating, Inc. P.O. Box 99809 Oklahoma City, OK 73199		-					124,219.66
Account No. 0072240			Joint interest drilling/operating expense				
Chi Operating, Inc. P.O. Box 1799 Midland, TX 79702		-					5,008.34
Sheet no. 2 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 142,441.14

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SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 472261684 Cingular Wireless P.O. Box 4460 Houston, TX 77097-0082		-	Cellular phone charges				1,508.08
Account No. Bill Esping EFO Holdings 2626 Cole Ave., Ste. 700 Dallas, TX 75204	X	-	June 27, 2000 Loan to obtain financing				1,821,756.06
Account No. 129462R EOG Resources, Inc. P.O. Box 840319 Dallas, TX 75284-0319		-	Joint interest drilling/operating expense				8,862.21
Account No. 4116 Exco Resources, Inc. P.O. Box 847530 San Antonio, TX 78284-7530		-	Joint interest drilling/operating expense				4.27
Account No. 2103-3537-4 Federal Express P.O. Box 1140 Memphis, TN 38101-1140		-	Express mail services				705.23
Sheet no. 3 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,832,835.85

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SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Loans to Debtor, assumption of Frost Bank Note				
Frank James 526 E. 89th Street New York, NY 10128		-					1,639,872.91
Account No. HAMMER - PURE			Copying charges				
Graphix Solutions by Paper Chase 425 N. St. Mary's St. San Antonio, TX 78205		-					2,475.76
Account No.			Land work/contract landman				
H.D. O'Neill P.O. Box 4831 Midland, TX 79704		-				X	6,747.59
Account No. File No. 41336			Dues/publications/newsletter				
IHS Energy Group Dept. No. 142 Denver, CO 80271-0142		-					4,775.59
Account No. WD0830			Copier lease				
Ikon Office Solutions Texas District P.O. Box 730712 Dallas, TX 75373-0712		-					1,088.12
Sheet no. 4 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,654,959.97

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SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Internet Services				
Internet Direct 722-A Isom Road San Antonio, TX 78216		-					215.76
Account No. Bird Dog Resources			Dues				
IPAA P.O. Box 79584 Baltimore, MD 21279-0584		-					350.00
Account No.							
Jeff Hamm 274 Wood Valley Adkins, TX 78101		-		X	X	X	0.00
Account No.			Contractor/engineering reports				
K.E. Richison & Associates 11900 Aqueduct Rd Houston, TX 77044		-					53,110.65
Account No. 43-75935-6			Telephone services				
Logix Communications P.O. Box 3608 Houston, TX 77253-3608		-					0.00
Sheet no. 5 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							53,676.41

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 47813			Express delivery charges				118.49
Lone Star Overnight P.O. Box 149225 Austin, TX 78714-9225		-					
Account No. Hammer			Leasehold improvements			X	1,616.25
LOU JON Construction Company P.O. Box 792107 San Antonio, TX 78279		-					
Account No. Owner No. 086254			Joint interest drilling/operating expense				11,717.25
Louis Dreyfus Natural Gas Corporation P.O. Box 847764 Dallas, TX 75284-7764		-					
Account No. 008423			Joint interest drilling/operating expense				3,013.23
Mack Energy Corporation P.O. Box 960 Artesia, NM 88211-0960		-					
Account No. 29237			Joint interest drilling/operating expense				123,026.67
Marbob Energy Corporation P.O. Box 227 Artesia, NM 88211		-					
Sheet no. 6 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div> Subtotal (Total of this page) </div>							139,491.89

In re Pure Energy Group, Inc.
Debtor

Case No. 01-55536-C

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 08667399893		-	Long distance charges				318.47
MCI Worldcom P.O. Box 856053 Louisville, KY 40285-6053							
Account No. PUR301		-	Map services				388.99
Midland Map Company P.O. Box 1229 Midland, TX 79702							
Account No. 89794-1		-	Joint interest drilling/operating expense				203,118.09
Mission Resources Corporation P.O. Box 201155 Houston, TX 77216-1155							
Account No. 7419		-	Office supplies				152.29
Office Resource Center 10751 Sentinel San Antonio, TX 78217							
Account No. 408-002573-000		-	Temporary office help				1,160.25
Office Team File 73484 P.O. Box 60000 San Francisco, CA 94160-3484							
Sheet no. 7 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							205,138.09

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N C O N F I R M E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Hammer Energy Assets			Rent, parking				
One Riverwalk Place, L.L.C. 700 N. St. Mary's, Ste. 402 San Antonio, TX 78205	X	-					16,475.12
Account No. 201-048524			Joint interest drilling/operating expense				
Oxy USA, Inc. P.O. Box 841784 Dallas, TX 75284-1784		-					286,177.67
Account No.			Oil and gas account; lease operating statements				
Petroleum Financial, Inc. 306 W. 7th, Ste. 1025 Fort Worth, TX 76102		-					11,529.74
Account No.			Dues/subscription				
Petroleum Listing Service 1331 Lamar, Ste. 1430 Houston, TX 77010		-					1,118.46
Account No.			Title search				
Phil Brewer, Attorney P.O. Box 298 Roswell, NM 88202-0298		-					14,993.03
<div style="display: flex; justify-content: space-between;"> Sheet no. 8 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims Subtotal (Total of this page) </div>							330,294.02

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 11654			Engineering reports				3,181.89
Philip Services Corporation P.O. Box 201056 Houston, TX 77216		-				X	
Account No. 1823 9471 86 7			Postage				167.42
Pitney Bowes Purchase Power P.O. Box 856042 Louisville, KY 40285-6460		-					
Account No. 4899887			Postage meter rental				329.29
Pitney Bowes, Inc. P.O. Box 856460 Louisville, KY 40285-6460		-					
Account No. Owner #51782			Joint interest drilling/operating expense				138.68
Pure Resources, Inc. 500 West Illinois Midland, TX 79701		-					
Account No. Claim No. 179716022			Engineering work performed for Hammer Energy Assets				4,372.11
R.A. Lenser & Associates 1200 Smith St., Ste. 1140 Houston, TX 77002		-				X	
Sheet no. 9 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>							8,189.39

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Loan to Debtor				
Ralph Perry 14115 Champions Hamlet Court Houston, TX 77069		-					1,595,500.00
Account No.			Joint interest drilling/operating expense				
Read & Stevens, Inc. P.O. Box 1518 Roswell, NM 88202-1518		-					38.62
Account No.			Contractor - geologist services				
Richard J. Jordan, Ph.D. 511 W. Ohio Ave., Ste. 601 Midland, TX 79701		-					1,545.00
Account No. 88094			Office groceries				
Sara Lee Coffee & Tea P.O. Box 730861 Dallas, TX 75373-0861		-					91.77
Account No.			Legal services				
Singleton, Cooksey, Hanson & Lamberth 6363 Woodway, Ste. 610 Houston, TX 77057		-					13,910.55
<div style="display: flex; justify-content: space-between;"> Sheet no. 10 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims Subtotal (Total of this page) </div>							1,611,085.94

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 210-226-6700-099-8		-	Telephone charges				333.93
Southwestern Bell Telephone P.O. Box 4699 Houston, TX 77097-0075							
Account No.		-	Joint interest drilling/operating expense				29,406.00
Southwestern Energy Corporation P.O. Box 1408 Fayetteville, AR 72702-1408							
Account No. 0000423110-1		-	Cellular telephone charges				456.30
Sprint PCS P.O. Box 790105 Saint Louis, MO 63179-0105							
Account No. 55544		-	Legal services				2,797.50
Stutzman & Bromberg, P.C. 2323 Bryan Str., Ste. 2200 Dallas, TX 75201-2689							
Account No.		-	Cable services				121.08
Time Warner Cable Business Svcs. P.O. Box 650734 Dallas, TX 75265-0734							
Subtotal (Total of this page)							33,114.81

Sheet no. 11 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Airline services				
TWC Aviation 430 Parkson Rd. Henderson, NV 89015-4045		-					13,429.65
Account No.			Health insurance				
United Healthcare Small Group Accounting P.O. Box 41738 Philadelphia, PA 19101-1738		-					1,140.16
Account No. 0013212020-5			Wireless phone services				
Verizon Wireless P.O. Box 630062 Dallas, TX 75263-0062		-					499.68
Account No. Paul Thompson			Engineering services				
Walsh Engineering & Production Corp. 7415 E. Main Farmington, NM 87402		-					2,526.11
Account No. 721726			Joint interest drilling/operating expense				
Yates Petroleum Corporation 105 S. 4th St. Artesia, NM 88210		-					2,869.56

Sheet no. **12** of **12** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

20,465.16

Total
(Report on Summary of Schedules)

6,475,369.28

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
One Riverwalk Place, L.L.C. 700 N. St. Mary's, Ste. 402 San Antonio, TX 78205	Rent/Lease Agreement (in name of Hammer Energy Assets, Inc.)
Oxy USA, Inc. P.O. Box 50250 Midland, TX 79710	Operating Agreement and Term Assignment/Farmout Agreement with Debtor
Mission Resources Corporation P.O. Box 201155 Houston, TX 77216-1155	Operating Agreement between Bellwether Exploration Company (now Mission Resources Corporation) and Debtor
EOG Resources, Inc. P.O. Box 840319 Dallas, TX 75284-0319	Two Operating Agreements with Debtor
Yates Petroleum Corporation 105 S. 4th St. Artesia, NM 88210	Operating Agreement and Term Assignments/Farmout Agreements with Debtor
Chi Operating, Inc. P.O. Box 1799 Midland, TX 79702	Operating Agreement with Debtor and Term Assignment/Farmout Agreements with Debtor
Louis Dreyfus Natural Gas Corporation P.O. Box 847764 Dallas, TX 75284-7764	Operating Agreement with Debtor
Nearburg Producing Co. Glen Lakes Drive Dallas, TX 75231	Operating Agreement with Debtor
Southwestern Energy Prod. P.O. Box 1408 Fayetteville, TX 78940	Operating Agreement with Debtor
Tenneco Oil Co. Total/Fina P.O. Box 2511 Houston, TX 77252	Preferential Rights Agreement
Capataz Operating, Inc. P.O. Box 10549 Midland, TX 79702	Operating Agreement with Debtor

In re Pure Energy Group, Inc. Case No. 01-55536-C
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES (Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Hanagan Petroleum Corp. 400 Kentucky Ave. Roswell, NM 88201	Operating Agreement with Debtor
Martin Yates, III (Marbob Energy Corp.) P.O. Box 227 Artesia, NM 88211	Operating Agreement with Debtor
Nearburg Exploration Co., L.L.C. 3300 N. "A" St., Ste. 120 Midland, TX 79705	Term Assignments/Farmout Agreements with Debtor
Xeric Oil & Gas Corp. 1801 West Texas Midland, TX 79702	Term Assignments/Farmout Agreements with Debtor
Concho Resources (Conoco) P.O. Box 1267 Oakland, CA 94602-1267	Term Assignment/Farmout Agreement with Debtor
Elk Oil Co. 500 N. Main St., #814 Roswell, NM 88201	Term Assignment/Farmout Agreement with Debtor
Beach Exploration, Inc. 800 N. Marienfeld, Ste. 200 Midland, TX 79701	Term Assignments/Farmout Agreements with Debtor
Stratex, L.P. 1801 W. Texas Midland, TX 79702	Term Assignments/Farmout Agreements with Debtor
Howard Exploration 515 W. Green Rd. Houston, TX 77067	Term Assignment/Farmout Agreement with Debtor
Marbob Energy Corp. P.O. Box 227 Artesia, NM 88211	Term Assignment/Farmout Agreement with Debtor
SDK Resources 511 W. Ohio, Ste. 601 Midland, TX 79701	Term Assignment/Farmout Agreement with Debtor
Murchison Oil & Gas 1445 Rose Ave., Ste. 530 Dallas, TX 75202	Term Assignment/Farmout Agreement with Debtor
Petroleum Financial Corp. 306 W. 7th St., Ste. 1025 Fort Worth, TX 76102	Agreement to provide LOS each month

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Exco Resources, Inc. P.O. Box 847530 San Antonio, TX 78284-7530	Bookkeeping Services
ARCO Permian P.O. Box 910336 Dallas, TX 75391-0336	Operating Agreement with Debtor
Mack Energy Corporation P.O. Box 960 Artesia, NM 88211-0960	Operating Agreement with Debtor
Bass Enterprises Production Co. P.O. Box 916110 Fort Worth, TX 76191-6110	Operating Agreement with Debtor
Read & Stevens, Inc. P.O. Box 1518 Roswell, NM 88202-1518	Operating Agreement with Debtor
Altura Energy, Ltd. P.O. Box 22057 Tulsa, OK 74121	Operating Agreement with Debtor
USI Attn: Richard S. Bertasi Two Stamford Plaza, 7th Floor 281 Tresser Blvd. Stamford, CT 06901-3238	Unsigned Sub-Lease Agreement
David H. Arrington Oil & Gas, Inc. P.O. Box 2071 Midland, TX 79702	Term Assignment Agreement with Debtor
Fenix Royalty, L.L.C. P.O. Box 2818 Midland, TX 79702	Royalty in Manix properties
GPM Gas Corporation P.O. Box 50020 Midland, TX 79710-0020	Gas Purchase
Navajo Refining & Crude Marketing P.O. Box 159 Artesia, NM 88211-0159	Operating Agreement with Debtor/Gas Purchase
Pure Resources (formerly Hallwood) P.O. Box 910552 Dallas, TX 75391-0552	Operating Agreement with Debtor
Chesapeake Operating, Inc. P.O. Box 99809 Oklahoma City, OK 73199	Operating Agreement with Debtor

In re Pure Energy Group, Inc. Case No. 01-55536-C
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Ikon Office Solutions Texas District P.O. Box 730712 Dallas, TX 75373-0712	Fax/copier lease
Verizon Wireless P.O. Box 630062 Dallas, TX 75263-0062	Cellular phone services
Aaron Office Furniture 11500 IH 10 West, Bldg. 1 San Antonio, TX 78230	Rental for office furniture
Sprint PCS P.O. Box 790105 Saint Louis, MO 63179-0105	Phone services
AT&T Wireless P.O. Box 650054 Dallas, TX 75265-0054	Cellular phone services
Cingular Wireless P.O. Box 4460 Houston, TX 77097-0082	Cellular phone services
Time Warner Cable Business Svcs. P.O. Box 650734 Dallas, TX 75265-0734	Cable services

In re **Pure Energy Group, Inc.**Case No. **01-55536-C**

Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Brad James 700 N. St. Mary's Str., Ste. 1925 San Antonio, TX 78205	EFO Holdings 2626 Cole Ave., Ste. 700 Dallas, TX 75204
Frank James 526 E. 89th Street New York, NY 10128	EFO Holdings 2626 Cole Ave., Ste. 700 Dallas, TX 75204
Brad James 700 N. St. Mary's, Suite 1925 San Antonio, TX 78205	One Riverwalk Place, L.L.C. 700 N. St. Mary's, Ste. 402 San Antonio, TX 78205
Ralph Perry 14115 Champions Hamlet Court Houston, TX 77069	EFO Holdings 2626 Cole Ave., Ste. 700 Dallas, TX 75204
Brad James 700 N. St. Mary's Str., Ste. 1925 San Antonio, TX 78205	Manix Energy, L.L.C. P.O. Box 2818 Midland, TX 79702
Alicia James 438 E. Rosewood Ave. San Antonio, TX 78212	EFO Holdings 2626 Cole Ave., Ste. 700 Dallas, TX 75204
Alicia James 438 E. Rosewood Ave. San Antonio, TX 78212	Manix Energy, L.L.C. P.O. Box 2818 Midland, TX 79702
Jeff Hamm 274 Wood Valley Adkins, TX 78101	Manix Energy, L.L.C. P.O. Box 2818 Midland, TX 79702
Patty Hamm 274 Wood Valley Adkins, TX 78101	Manix Energy, L.L.C. P.O. Box 2818 Midland, TX 79702
Hammer Energy 115 E. Travis Str., Ste. 412 San Antonio, TX 78205	One Riverwalk Place, L.L.C. 700 N. St. Mary's, Ste. 402 San Antonio, TX 78205

**United States Bankruptcy Court
Western District of Texas**

In re Pure Energy Group, Inc.

Debtor(s)

Case No. 01-55536-C

Chapter 11

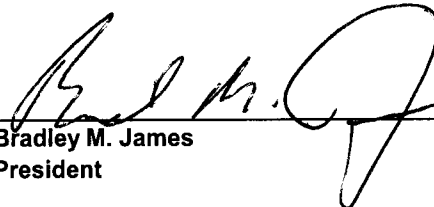
DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 27 sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date December 6, 2001

Signature


Bradley M. James
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.